

RECORDATION NO. 28525 FILED

ALVORD AND ALVORD
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SUITE 301
WASHINGTON, D.C.

JAN 13 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

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January 13, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 4-7446 Rider 14

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Oxy Vinyls, LP
5005 LBJ Freeway
Dallas, TX 75244]

A description of the railroad equipment covered by the enclosed document is:

218 railcars within the series ACFX 041618 - ACFX 099767 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

JAN 13 '10

12-00 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to OxyVinyls, LP, a New York Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

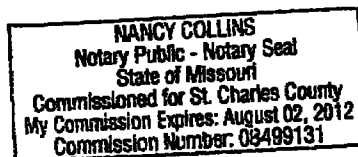
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

OxyVinyls, LP

Contract 4-7446 rider 14 dated 5/15/02

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	041618
	Hopper	ACFX	041631
	Hopper	ACFX	067524
	Hopper	ACFX	067541
	Hopper	ACFX	067550
	Hopper	ACFX	067558
	Hopper	ACFX	067579
	Hopper	ACFX	068080
	Hopper	ACFX	068081
	Hopper	ACFX	068082
	Hopper	ACFX	068083
	Hopper	ACFX	068085
	Hopper	ACFX	068090
	Hopper	ACFX	068091
	Hopper	ACFX	068094
	Hopper	ACFX	068095
	Hopper	ACFX	068101
	Hopper	ACFX	068102
	Hopper	ACFX	068104
	Hopper	ACFX	068109
	Hopper	ACFX	068112
	Hopper	ACFX	068117
	Hopper	ACFX	068118
	Hopper	ACFX	068119
	Hopper	ACFX	068120
	Hopper	ACFX	068121
	Hopper	ACFX	068125
	Hopper	ACFX	068126
	Hopper	ACFX	068128
	Hopper	ACFX	068135
	Hopper	ACFX	068136
	Hopper	ACFX	068139
	Hopper	ACFX	068143
	Hopper	ACFX	068147

Schedule A

Equipment

OxyVinyls, LP

Contract 4-7446 rider 14

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	068149
	Hopper	ACFX	068150
	Hopper	ACFX	068151
	Hopper	ACFX	068154
	Hopper	ACFX	068156
	Hopper	ACFX	068158
	Hopper	ACFX	068159
	Hopper	ACFX	068162
	Hopper	ACFX	068164
	Hopper	ACFX	068168
	Hopper	ACFX	068169
	Hopper	ACFX	068171
	Hopper	ACFX	068176
	Hopper	ACFX	068177
	Hopper	ACFX	068178
	Hopper	ACFX	068179
	Hopper	ACFX	068180
	Hopper	ACFX	068181
	Hopper	ACFX	068183
	Hopper	ACFX	068184
	Hopper	ACFX	068339
	Hopper	ACFX	068341
	Hopper	ACFX	068346
	Hopper	ACFX	068347
	Hopper	ACFX	068352
	Hopper	ACFX	068363
	Hopper	ACFX	068368
	Hopper	ACFX	068372
	Hopper	ACFX	068373
	Hopper	ACFX	068374
	Hopper	ACFX	068376
	Hopper	ACFX	068377
	Hopper	ACFX	068381
	Hopper	ACFX	068382

Schedule A

Equipment

OxyVinyls, LP

Contract 4-7446 rider 14

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	068386
	Hopper	ACFX	068396
	Hopper	ACFX	068397
	Hopper	ACFX	068398
	Hopper	ACFX	068400
	Hopper	ACFX	068401
	Hopper	ACFX	068402
	Hopper	ACFX	068403
	Hopper	ACFX	068407
	Hopper	ACFX	068408
	Hopper	ACFX	068411
	Hopper	ACFX	068414
	Hopper	ACFX	068416
	Hopper	ACFX	068417
	Hopper	ACFX	068418
	Hopper	ACFX	068421
	Hopper	ACFX	068422
	Hopper	ACFX	068423
	Hopper	ACFX	068425
	Hopper	ACFX	068427
	Hopper	ACFX	068429
	Hopper	ACFX	068430
	Hopper	ACFX	068431
	Hopper	ACFX	068432
	Hopper	ACFX	068433
	Hopper	ACFX	068436
	Hopper	ACFX	069582
	Hopper	ACFX	069583
	Hopper	ACFX	069584
	Hopper	ACFX	069586
	Hopper	ACFX	069587
	Hopper	ACFX	069588
	Hopper	ACFX	069589
	Hopper	ACFX	069590

Schedule A

Equipment

OxyVinyls, LP

Contract 4-7446 rider 14

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	069591
	Hopper	ACFX	069592
	Hopper	ACFX	069593
	Hopper	ACFX	069594
	Hopper	ACFX	069596
	Hopper	ACFX	069597
	Hopper	ACFX	069598
	Hopper	ACFX	069599
	Hopper	ACFX	069600
	Hopper	ACFX	069601
	Hopper	ACFX	069602
	Hopper	ACFX	069603
	Hopper	ACFX	069606
	Hopper	ACFX	069608
	Hopper	ACFX	069609
	Hopper	ACFX	069610
	Hopper	ACFX	069612
	Hopper	ACFX	069615
	Hopper	ACFX	069616
	Hopper	ACFX	069617
	Hopper	ACFX	069618
	Hopper	ACFX	069619
	Hopper	ACFX	069620
	Hopper	ACFX	069621
	Hopper	ACFX	069622
	Hopper	ACFX	069623
	Hopper	ACFX	069625
	Hopper	ACFX	069626
	Hopper	ACFX	069627
	Hopper	ACFX	069629
	Hopper	ACFX	069630
	Hopper	ACFX	069632
	Hopper	ACFX	069633
	Hopper	ACFX	069634

Schedule A

Equipment

OxyVinyls, LP

Contract 4-7446 rider 14

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	069635
	Hopper	ACFX	069636
	Hopper	ACFX	069637
	Hopper	ACFX	069638
	Hopper	ACFX	069640
	Hopper	ACFX	069641
	Hopper	ACFX	069642
	Hopper	ACFX	069643
	Hopper	ACFX	069644
	Hopper	ACFX	069645
	Hopper	ACFX	069647
	Hopper	ACFX	069648
	Hopper	ACFX	069649
	Hopper	ACFX	069650
	Hopper	ACFX	069651
	Hopper	ACFX	069652
	Hopper	ACFX	069654
	Hopper	ACFX	069656
	Hopper	ACFX	069658
	Hopper	ACFX	069659
	Hopper	ACFX	069660
	Hopper	ACFX	069661
	Hopper	ACFX	069662
	Hopper	ACFX	069663
	Hopper	ACFX	069664
	Hopper	ACFX	069665
	Hopper	ACFX	069666
	Hopper	ACFX	069667
	Hopper	ACFX	069669
	Hopper	ACFX	069671
	Hopper	ACFX	069672
	Hopper	ACFX	069673
	Hopper	ACFX	069674
	Hopper	ACFX	069675

Schedule A

Equipment

OxyVinyls, LP

Contract 4-7446 rider 14

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	069676
	Hopper	ACFX	069677
	Hopper	ACFX	069678
	Hopper	ACFX	069679
	Hopper	ACFX	069680
	Hopper	ACFX	069681
	Hopper	ACFX	069682
	Hopper	ACFX	096265
	Hopper	ACFX	099678
	Hopper	ACFX	099682
	Hopper	ACFX	099683
	Hopper	ACFX	099689
	Hopper	ACFX	099692
	Hopper	ACFX	099695
	Hopper	ACFX	099696
	Hopper	ACFX	099697
	Hopper	ACFX	099699
	Hopper	ACFX	099701
	Hopper	ACFX	099705
	Hopper	ACFX	099706
	Hopper	ACFX	099708
	Hopper	ACFX	099712
	Hopper	ACFX	099715
	Hopper	ACFX	099717
	Hopper	ACFX	099720
	Hopper	ACFX	099723
	Hopper	ACFX	099727
	Hopper	ACFX	099729
	Hopper	ACFX	099730
	Hopper	ACFX	099733
	Hopper	ACFX	099734
	Hopper	ACFX	099735
	Hopper	ACFX	099737
	Hopper	ACFX	099743

Schedule A

Equipment

OxyVinyls, LP

Contract 4-7446 rider 14

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	099744
	Hopper	ACFX	099747
	Hopper	ACFX	099749
	Hopper	ACFX	099750
	Hopper	ACFX	099753
	Hopper	ACFX	099754
	Hopper	ACFX	099755
	Hopper	ACFX	099756
	Hopper	ACFX	099757
	Hopper	ACFX	099760
	Hopper	ACFX	099761
	Hopper	ACFX	099762
	Hopper	ACFX	099765
	Hopper	ACFX	099767
218			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

1/13/2010



Robert W. Alvord